

MELEXIS

Public limited liability company

Rozendaalstraat 12, 8900 Ieper (Belgium)
Register Legal Persons Ghent, division of Ieper 0435.604.729
(the “company”)

Convocation to the shareholders’ meeting

The board of directors of MELEXIS NV is honored to invite its shareholders to attend the annual shareholders’ meeting (the “Meeting”) that will be held on Tuesday May 13th 2025 at 11h00 am at Melexis Technologies NV, Transportstraat 1, 3980 Tessenderlo-Ham, Belgium.

Shareholders are strongly encouraged to attend the Meeting virtually. Shareholders who wish to attend the Meeting virtually are asked to provide their votes through a power of attorney before the Meeting.

ANNUAL SHAREHOLDERS’ MEETING AGENDA

1. Acknowledgement and explanation of the annual report of the board of directors regarding the statutory annual accounts for the financial year ended on December 31st, 2024, with explanation of the remuneration report that is included in the corporate governance statement.

Explanatory statement: Pursuant to Articles 3:5 and 3:6 of the Belgian Code on Companies and Associations (the “BCCA”), the directors have drafted an annual report in which they account for their management. This agenda item does not require a resolution of the shareholders.

2. Acknowledgement and explanation of the statutory auditor’s report regarding the statutory annual accounts for the financial year ended on December 31st, 2024.

Explanatory statement: Pursuant to Articles 3:74 and 3:75 of the BCCA, the statutory auditor has drafted a detailed report. This agenda item does not require a resolution of the shareholders.

3. Acknowledgement and explanation of the consolidated annual accounts, the report of the board of directors and the statutory auditor’s report with regard to the consolidated annual accounts for the financial year ended on December 31st, 2024.

Explanatory statement: The board of directors submits the consolidated annual accounts for discussion. Pursuant to Article 3:32 of the BCCA, the directors have drafted a report on the consolidated annual accounts. Pursuant to Article 3:80 of the BCCA, the statutory auditor has drafted a detailed report on the consolidated annual accounts. This agenda item does not require a resolution of the shareholders.

4. Approval of the statutory annual accounts and other documents to be deposited in accordance with the BCCA for the financial year ended on December 31st, 2024, with allocation of the financial result.

Proposed resolution: Subsequent to the acknowledgement and discussion of the reports of the board of directors and the statutory auditor and to the discussion of the statutory annual accounts and other documents to be deposited in accordance with the BCCA, and the consolidated annual accounts for the financial year ended on December 31st, 2024, the statutory annual accounts for the financial year ended on December 31st, 2024, are approved.

The ordinary result amounts to EUR 227,356,874 Including the result carried forward from the financial year ended on December 31st, 2023, the total result to be appropriated for the financial year ended on December

31st, 2024, amounts to EUR 1,301,907,810. The shareholders' meeting approves that this result be allocated as determined in the annual accounts closed on December 31st, 2024, as follows:

- Result to be carried forward: EUR 1,148,017,703
- Purchase of own shares: EUR 4,410,107
- Gross dividend: EUR 149,480,000 (*)

(*) The board of directors approved on February 3rd, 2025 to propose to the shareholders' meeting to pay out over the result of 2024 a total dividend of EUR 3.70 gross per share. This amount contains an interim dividend of EUR 1.30 per share which was paid in October 2024 and a final dividend of EUR 2.40 per share which will be payable after approval of the shareholders' meeting. The Melexis shares will start trading ex coupon on May 20th, 2025 (opening of the market). The record date is May 21st, 2025 (closing of the market) and the dividend will be payable as from May 22nd, 2025.

5. Approval of the remuneration report regarding the financial year ended on December 31st, 2024.

Proposed resolution: The shareholders' meeting approves the remuneration report regarding the financial year ended on December 31st, 2024.

6. Approval of the updated remuneration policy. The principles of the policy remain valid since the previous remuneration policy as well as the most recent remuneration report were approved with a convincing majority by the shareholders. We highlight the following changes regarding variable remuneration:
 - CEO and executive management now share the same methodology to foster shared accountability and increase transparency;
 - Target and maximum payout opportunity were increased to align them with peers;
 - ESG performance criteria have been added.

Proposed resolution: The shareholders' meeting approves the remuneration policy drawn up in accordance with article 7:89/1 of the BCCA and the Belgian Corporate Governance Code 2020 (the "Code 2020").

7. Discharge from liability to the directors.

Proposed resolution: The directors and their permanent representatives are, by separate vote for each director, discharged from liability for their mandate executed during the financial year ended on December 31st, 2024.

8. Discharge from liability to the statutory auditor.

Proposed resolution: The statutory auditor is discharged from liability for its mandate executed during the financial year ended on December 31st, 2024.

9. Determination of the statutory auditor's remuneration and notification of change in representation.

Proposed resolution: The statutory auditor's fee of fiscal year 2024 amounts to EUR 144,792.63 (plus VAT, out-of-pocket expenses and the IRE/IBR fee) and is subject to annual adjustment based on the consumer price index or as agreed between the parties.

The annual general meeting takes note of the change of representative of PwC Bedrijfsrevisoren BV/PwC Reviseurs d'Entreprises SRL, having its registered address at 1831 Diegem, Culliganlaan 5, in compliance with article 3:60 of the Code of Companies and Associations, will be represented as from May 13th, 2025, by Griet Helsen BV, at its turn represented by Griet Helsen, registered auditor, in the exercise of its mandate as the statutory auditor, replacing Mieke Van Leeuwe BV, represented by Mieke Van Leeuwe.

10. Re-appointment of director.

Proposed resolution: The meeting decides to proceed to the re-appointment of Mr. Marc Biron as director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31st, 2028.

As executive director, Mr. Marc Biron does not receive any remuneration for this mandate.

11. Re-appointment of independent director.

Proposed resolution: *The meeting decides to proceed to the re-appointment of Ms. Maria Pia De Caro as independent director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31st, 2028.*

Upon recommendation of the Nomination and Remuneration Committee, the board of directors proposes to re-appoint Ms. Maria Pia De Caro as independent director and confirms it has no indication of any element that could call into question her independence as described in the Corporate Governance Code 2020.

12. Appointment of non-executive director.

Proposed resolution: *The meeting decides to appoint Vlinvlin BV (permanently represented by Ling Qi) as non-executive director for a term of four years starting today and ending immediately after the annual shareholders' meeting deciding on the annual accounts for the financial year ending on December 31st, 2028.*

Explanatory note: Based on the advice of the Nomination and Remuneration Committee, the board of directors decided on March 31st, 2025 to propose Ms. Ling Qi for appointment.

Ms. Ling Qi has more than 20 years of international business management experience in China. After winning an English language competition from a field of one thousand competitors, she organized international trade fairs and trade missions for the city government of Shenyang and was the personal translator for the mayor of Shenyang. She left politics to host a weekly TV program with news and interviews of foreign expats in China. In 1996, she became vice-president of the animation film company OHY in charge of the company's business in the US. In 2000, Ling Qi married Belgian director Wouter Dierickx with whom she founded Sophie Animation Ltd. Currently, she is CEO of two multimedia and animation film companies. Alongside this, Ling Qi has been consulting for foreign invested companies in China, has extensive experience in the semiconductor industry, amongst other things, having served as a board member for a wafer foundry and board member of a Belgian private bank. She holds a degree in international trade and English from the University of Liaoning and obtained a certificate of Dutch at University of Antwerp.

13. Appointment of independent director.

Proposed resolution: *The meeting decides to appoint Mr. Kazuhiro Takenaka, as independent director for a period of four years, with effect as from today and ending immediately after the annual shareholders' meeting that will decide on the annual accounts of the financial year ended on December 31st, 2028.*

Explanatory note: Mr. Takenaka has a long and successful career of over 45 years in the semiconductor and electronics engineering industry, working for well-known companies such as Nissan Motor and Seiko Epson. He possesses extensive technical knowledge and hands-on experience in semiconductor process and product development, manufacturing, supply chain management, outsourcing, and yield improvement. He has a proven track record of leading departments and divisions, driving innovation, production consolidation, technology strategies and commercialization. Notably, as Deputy Director of Seiko Epson's Micro Device Division from 2012 to 2017, he oversaw all aspects of the business unit, including technology development, production, product design, and sales. Under his leadership, the division achieved profitability within 5 years, generating \$270 million in revenue. Mr. Takenaka has also collaborated extensively with international stakeholders, working on partnerships with US companies and building relationships in markets across Europe, Asia, and the USA. He brings valuable insights and a diverse perspective to the Board, particularly in markets beyond automotive.

Upon recommendation of the Nomination and Remuneration Committee, the board of directors proposes to appoint Mr. Kazuhiro Takenaka as independent director and confirms it has no indication of any element that could call into question his independence as described in the Corporate Governance Code 2020.

14. Approval of the directors' remuneration.

Proposed resolution: *Following the proposal by the board of directors, upon recommendation of the Nomination and Remuneration Committee, the Meeting approves that the independent and/or non-executive directors will*

receive a fixed remuneration of EUR 25,000 for their mandate. Non-European Directors are entitled an additional EUR 1,000 attendance incentive for each individual intercontinental travel to physically attend board meetings.

15. Appointment of statutory auditor for certifying the corporate sustainability reporting.

Proposed resolution: Following the proposal formulated by the board of directors, acting on the recommendation of the audit committee and following the proposal formulated by the workers council, the general meeting appoints the statutory auditor PwC Bedrijfsrevisoren BV, with registered office at Culliganlaan 5, 1831 Diegem, for the engagement of limited assurance on the sustainability information of the company for a period of two years. In compliance with article 3:60 §2 of the Code of Companies and Associations, the aforementioned firm designates Mieke Van Leeuwe BV to carry out the mandate, with Mieke Van Leeuwe, registered auditor, as permanent representative for the accounting year ending as per December 31st, 2024, and Griet Helsen BV, with Griet Helsen, registered auditor, as permanent representative for the accounting year ending as per December 31st, 2025. The mandate expires after the general meeting that is called to approve the sustainability information per December 31st, 2025.

The general meeting confirms that the mandate is given to PwC Bedrijfsrevisoren BV to also report on the sustainability information per December 31st, 2024.

The fee for this engagement amounts to EUR 98,000 for the accounting year ending as per December 31st, 2024 and EUR 80,000 for the accounting year ending as per December 31st, 2025 (plus VAT, out-of-pocket expenses, IBR/IRE fee and lump sum expense as reimbursement for technology and compliance costs).

16. Approval of change of control provisions in accordance with Article 7:151 BCCA.

Proposed resolution: The Meeting approves and confirms, in accordance with Article 7:151 BCCA, Article 7.3.6 of the General Credit Terms and Conditions of October 27th, 2024 of KBC Bank NV, as amended and referred to in the agreement dated January 20th, 2025 between Melexis NV (as Borrower), Melefin NV (as Borrower) and KBC Bank NV (as Lender), which entitles the Lender to suspend or terminate, in respect of both the amounts drawn down and the amounts not yet drawn down, in whole or in part, immediately and without prior notice, the credit facility of EUR 100,000,000 or any form of use thereof, if, in respect of the Borrower, a substantial change in the shareholder structure occurs, which could affect the composition of the management bodies or the overall risk assessment of the Bank.

FORMALITIES

I. Conditions of admission

In order to be admitted and to exercise their voting rights at the Meeting, the shareholders must comply with Article 7:134, §2 BCCA and the articles of association of the company, and fulfill the following two conditions:

1. Registration

The company has to be able to determine that on **April 29th, 2025** at 24h00 CET ("**Registration Date**"), the shareholder was in the possession of the number of shares with which the shareholder wishes to participate in the Meeting:

- by registration in the company's share register of registered shares (aandelen op naam), or
- by registration in the accounts of a certified account holder or relevant settlement institution for dematerialized shares (gedematerialiseerde aandelen).

2. Confirmation of attendance

The shareholders whose shares are registered at the Registration Date, also have to notify the company no later than **May 7th, 2025** at 17h00 CET ("**Notification Date**") that they wish to attend the Meeting and whether they want to do so in person or virtually, as follows:

- the owners of registered shares must complete the attendance form made available on the company's website (<https://www.melexis.com/en/investors/share-information/shareholders-meetings>) and must provide this form to the company no later than the Notification Date in accordance with section VI below;

- the owners of dematerialized shares must request their financial institution to inform Belfius Bank Belgium of their intention to attend the Meeting (via e-mail to vergad-assem@belfius.be), immediately and no later than the Notification Date mentioned below, confirming the total number of dematerialized shares registered in their name in their account on the Registration Date, with which the shareholders wish to participate in the annual meeting.

Only persons who are registered as shareholders of the company on the Registration Date and who have confirmed their attendance at the Meeting no later than the Notification Date, are entitled to attend, speak and vote at the Meeting or to attend the virtually.

II. Virtual meeting attendance

Details on how to attend the Meeting virtually are provided on the website of the company (www.melexis.com/en/investors).

If a shareholder wishes to attend the Meeting virtually, the company can request additional information such as a valid e-mail address, securities account and mobile phone number for authentication purposes.

Since this virtual meeting is not set up as a means to participate to the Meeting from distance as provided in article 7:137 BCCA, shareholders attending the Meeting virtually **are invited to provide their votes through a power of attorney or mail before the Meeting**, in accordance with section V and VI below. To avoid complexity and ensure a smooth and efficient virtual meeting, there will be no functionality to vote electronically during the Meeting.

III. The right to add items to the agenda and to file resolution proposals

Shareholders who alone or together with other shareholders hold at least 3% of the share capital of the company, have the right to put additional items on the agenda of the Meeting and to submit draft resolutions in relation to items that have been or are to be included in the agenda. Shareholders wishing to exercise this right, will have to deliver a notification to the company in accordance with section VI below no later than **April 21st, 2025** at 17h00 CET. The company will confirm the receipt of such written notifications within 48 hours and will publish a revised agenda no later than **April 28th, 2025**. More information about the aforementioned rights and their execution can be found on the website of the company mentioned in section VII below.

IV. The right to ask questions

Each shareholder has the right to ask questions to the directors and/or the statutory auditor during the Meeting and in writing prior to the Meeting. Written questions must be delivered by notification according to section VI below by no later than **May 7th, 2025** at 17h00 CET. More information about the aforementioned right and its execution can be found on the website of the company mentioned in section VII below.

V. Power of attorney

Shareholders who have complied with all admission conditions set out in section I above, but who do not wish to attend the Meeting, as well as shareholders who wish to attend the Meeting virtually in accordance with section II above, can give a written power of attorney to be represented at the Meeting. A shareholder can only appoint one person as its representative by means of a power of attorney. Such holder of a power of attorney may, but need not, also be a shareholder of the company. The shareholders who wish to be so represented, are requested to use the form therefore prepared by the board of directors and made available on the company's website (<https://www.melexis.com/en/investors/share-information/shareholders-meetings>). The originally signed power of attorneys must reach the company by post at its registered office or the address mentioned in section VII below by no later than **May 7th, 2025** at 17h00 CET. In addition, the power of attorney form may also be provided to the company, within the same timing, by e-mail under the condition that such notification is signed electronically in accordance with the applicable Belgian law using at least a simple electronic signature. The shareholders are requested to follow the instructions mentioned on the power of attorney form to be validly represented at the general meeting. Every appointment of a holder of a power of attorney has to occur according to the applicable Belgian law, in particular with regard to conflicts of interests and the keeping of a register.

In order to be admitted to the Meeting, holders of a power of attorney must be able to prove their identity by means of a valid ID card or passport. Representatives of legal entities must provide recent copies of documents establishing their identity and their capacity to represent such entities.

VI. Notification and information

All notifications to the company in the framework of this convocation have to be addressed to:

Melexis NV
Legal Department
Attn. Ms. Nadine Vaes
c/o Transportstraat 1
3980 Tessenderlo-Ham
Belgium
E-mail: legal@melexis.com

All required documents and additional information for purposes of the Meeting are available for the shareholders on the address mentioned in this section VII or the following website: <https://www.melexis.com/en/investors/share-information/shareholders-meetings>

VII. Data protection

The company refers to its *“General policy on data processing and protection”*, available on its website (<https://www.melexis.com/en/legal/privacy-policy>). For further questions or comments regarding this personal data or to exercise your rights as a data subject, please contact us at privacy@melexis.com.

The board of directors